EXHIBIT G

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

OAKLAND DIVISION

IN RE CALPINE CORPORATION ERISA LITIGATION THIS DOCUMENT RELATES TO: ALL ACTIONS	Master File No. C 03-CV-1685 (SBA) CLASS ACTION Judge: Hon. Saundra B. Armstrong

PLAN OF ALLOCATION

I. Definitions

A. Except as indicated in this Plan of Allocation, the capitalized terms used herein shall have the meanings ascribed to them in the Settlement Agreement.

B. "Claims Administrator" means any third party vendor reasonably agreed upon by the Parties.

C. "Net Settlement Fund Proceeds" means the Settlement Fund, less: (i) the Settlement Administrative Costs (as defined below); (ii) the costs of the Class Notice that the Court approves for payment from the Settlement Fund pursuant to Section 8.2 of the Settlement Agreement; (iii) any Case Contribution Awards that the Court approves for payment from the Settlement Fund pursuant to Section 10.3 of the Settlement Agreement; (iv) any expenses with respect to post-settlement proceedings and administration that the Court approves for payment from the Settlement Fund pursuant to Section 10.4 of the Settlement Agreement; (v) Court approved attorneys' fees and expenses; and (vi) such other deductions and payments from the Settlement Fund as the Court may allow.

D. The "Plan" means the Calpine Corporation Retirement Savings Plan, and all predecessor and successor plans, individually and collectively, and any trust created under such Plan, as defined in the Settlement Agreement.

E. "Settlement Administrative Costs" means the taxes, fees and expenses that the Court approves for payment from, or are otherwise permitted to be paid from, the Settlement Fund pursuant to the Settlement Agreement, including Sections 7.1.2.2, 8.2 and 8.3 thereof.

F. "Settlement Class Member" means a member of the Settlement Class.

G. "Settlement Class Period" means the period from January 5, 2001 to November 30, 2005, as defined in the Settlement Agreement.

II. Notice and Estimated Settlement Administrative Costs

Pursuant to and in full compliance with Rule 23 of the Federal Rules of Civil Procedure, this Court hereby finds and concludes that due and adequate notice was directed to all Persons who are Settlement Class Members who could be identified with reasonable effort, advising them of the Plan of Allocation and of their right to object thereto, and that a full and fair opportunity was accorded to all of the Settlement Class Members to be heard with respect to the Plan of Allocation.

III. Calculation of Allocation

A. For each Settlement Class Member, the Claims Administrator shall determine the approximate net loss ("Net Loss") as follows: Net Loss = A + B - C - D, where, for each Settlement Class Member's account:

1. A = the dollar value, if any, of the balance invested in the Company Stock Fund on the first day of the Class Period;

2. B = the dollar value, if any, of all purchases of shares of the Company Stock Fund during the Class Period as of the time of purchase(s);

3. C = the dollar value, if any, of all sales of shares of the Company Stock Fund during the Class Period as of the time of the sale(s); and

4. D = the dollar value, if any, of the balance invested in the Company Stock Fund on the last day of the Class Period.

B. The Net Losses of the Settlement Class Members as calculated in Section III.A above will be totaled to yield the loss of the Plan as a whole over the Class Period (the "Plan's Loss").

C. The Claims Administrator shall calculate for each Settlement Class Member his or her "Preliminary Fractional Share" of the Plan's Loss, *i.e.*, by dividing each Settlement Class Member's Net Loss by the Plan's Loss.

D. The Claims Administrator shall then calculate for each Settlement Class Member his "Preliminary Dollar Recovery" of the Net Settlement Fund Proceeds by multiplying the Settlement Class Member's Preliminary Fractional Share by the Net Settlement Fund Proceeds.

E. The Claims Administrator shall identify all Settlement Class Members whose Preliminary Dollar Recovery is greater than zero but less than a minimum amount of ten dollars ($10.00) (the "Minimum Amount"). All such Settlement Class Members shall receive an allocation from the Net Settlement Fund Proceeds of the Minimum Amount.

F. The Claims Administrator shall then, taking into account the Settlement Class Members who receive the Minimum Amount, recalculate the Preliminary Fractional Shares and the Preliminary Dollar Recoveries as many times as necessary so as to arrive at the "Final Fractional Share" and the "Final Dollar Recovery" for each Settlement Class Member. The sum of the Final Dollar Recoveries must equal the Net Settlement Fund Proceeds.

IV. Distribution of the Allocated Amounts

A. As soon as practicable after the Effective Date of the Settlement and final calculations pursuant to Section III above, Lead Counsel shall direct the Claims Administrator holding the Settlement Fund in escrow to deposit the Net Settlement Fund Proceeds into the Plan.

B. *Settlement Class Members With Accounts Under the Plan.* As promptly as possible after deposit of the Net Settlement Fund Proceeds into the Plan, the Claims Administrator and/or the Plan Trustee shall allocate to each Settlement Class Member's account under the Plan his or her Final Dollar Recovery as calculated above. The deposited amount shall be allocated among the Settlement Class Member's investment options in accordance with the existing investment elections then in effect and treated thereafter for all purposes under the Plan as assets of the Plan properly credited to that Settlement Class Member's account.

C. *Settlement Class Members Without Accounts Under the Plan.* With respect to Settlement Class Members who withdrew their accounts under the Plan after the beginning of the Settlement Class Period but prior to the entry of the instant Order, the Plan Trustee will establish an account for each such Settlement Class Member, and each such Settlement Class Member will be notified of the account along with further instructions from the Plan Trustee, in consultation with the Parties.

V. Qualifications and Continuing Jurisdiction

A. In light of the manner in which the data is kept and the ease with which it can be manipulated, it may be appropriate to simplify some of the features of these calculations. Such simplifications are acceptable as long as the two basic features of the distribution of the Net Settlement Fund Proceeds are preserved: (1) that each Settlement Class Member receives a proportionate share of the Net Settlement Fund Proceeds based approximately on the decline in the value of Company Stock held in the Settlement Class Members' account over the Class Period in comparison with the decline in value of Company Stock held by all other Settlement Class Members; and (2) that the distribution take place through the Plan so as to realize the tax advantage of investment in the Plan. Any such changes will be presented to the Court for approval pursuant to Section V.B below.

B. The Court will retain jurisdiction over the Plan of Allocation to the extent necessary to ensure that it is fully and fairly implemented.

SO ORDERED this__day of________, 2008.

____
THE HON. SAUNDRA B. ARMSTRONG
UNITED STATES DISTRICT JUDGE

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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

IN RE CALPINE CORPORATION ERISA LITIGATION	Master File No. C 03-CV-1685 (SBA)
	CLASS ACTION
THIS DOCUMENT RELATES TO: ALL ACTIONS	**[PROPOSED] ORDER APPROVING PLAN OF ALLOCATION**
	Location: Courtroom 3 Judge: Hon. Saundra B. Armstrong

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NORTHERN DISTRICT OF CALIFORNIA

OAKLAND DIVISION

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SO ORDERED this 17th day of December, 2008.

THE HON. SAUNDRA B. ARMSTRONG
UNITED STATES DISTRICT JUDGE